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PATRICIA D. GURNE
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WILFORD L. WHITLEY, JR.
CLIFFORD A. WILPON +
DAVID H. COX *
RICHARD W. BRYAN

*ALSO ADMITTED IN MARYLAND
*ALSO ADMITTED IN VIRGINIA

LAW OFFICES
JACKSON, CAMPBELL & PARKINSON, P. C.

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SUITE 300 SOUTH
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WASHINGTON, D.C. 20036

(202) 457-1600

May 5, 1981

MARYLAND OFFICE
200 A MONROE STREET
ROCKVILLE, MARYLAND 20850
(301) 340-0450

VIRGINIA OFFICE
2000 N. 16TH STREET
ARLINGTON, VIRGINIA 22201
(703) 522-1330

ROGER H. MUZZALL
COUNSEL

DIRECT DIAL NUMBER

457-1634

RECORDATION NO. 10071-D
MAY 6 - 1981 - 3 20 PM
INTERSTATE COMMERCE COMMISSION

1-100A109

No.

Date MAY 6 1981

Fee \$ 12.00

ICC Washington, D. C.

RECEIVED
MAY 6 3 11 PM '81

Ms. Agatha L. Mergenovich
Office of the Secretary
Recordation Office
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Connecticut Bank and Trust
Company and Funding Systems
Railcars, Inc.; Recordation
File No. 10071

Dear Ms. Mergenovich:

In accordance with the provisions of Section 11303 of the Revised Interstate Commerce Act, 49 U.S.C. § 11303, and Part 1116 of Title 49 of the Code of Federal Regulations, I request, as special counsel for Funding Systems Railcars, Inc., that the enclosed document be recorded and filed by the Interstate Commerce Commission.

You will find enclosed herewith an original and fourteen certified copies of the following document:

"Lease Supplement," dated as of January 1, 1981, to an Equipment Lease dated as of January 1, 1981 between The Connecticut Bank and Trust Company, as Lessor, not in its individual capacity but solely as Trustee, and Funding Systems Railcars, Inc., as Lessee.

This Lease Supplement is intended to effectuate an Amendment to Exhibit A to the Lease, dated as of January 1, 1981, by and between The Connecticut Bank and Trust Company, as Lessor, not in its

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Counterpart

Ms. Agatha L. Mergenovich
May 5, 1981
Page two

individual capacity but solely as Trustee, and Funding Systems Railcars, Inc., as Lessee. The following Thirty (30) gondola cars, which had been marked with the road numbers and markings set forth below in The "Old Road Numbers" column, have been re-marked and currently bear the road numbers and markings set forth below in the column designated "New Road Numbers."

Old Road Numbers

New Road Numbers

ROCK 801434	WSOX 301434
ROCK 801372	WSOX 301372
ROCK 801369	WSOX 301369
ROCK 801373	WSOX 301373
ROCK 801389	WSOX 301389
ROCK 801388	WSOX 301388
ROCK 801415	WSOX 301415
ROCK 801494	WSOX 301494
ROCK 801468	WSOX 301468
ROCK 801410	WSOX 301410
ROCK 801451	WSOX 301451
ROCK 801303	WSOX 301303
ROCK 801405	WSOX 301405
ROCK 801347	WSOX 301347
ROCK 801327	WSOX 301327
ROCK 801361	WSOX 301361
ROCK 801450	WSOX 301450
ROCK 801498	WSOX 301498
ROCK 801289	WSOX 301289
ROCK 801297	WSOX 301297
ROCK 801326	WSOX 301326
ROCK 801333	WSOX 301333
ROCK 801341	WSOX 301341
ROCK 801342	WSOX 301342
ROCK 801346	WSOX 301346
ROCK 801318	WSOX 301318
ROCK 801335	WSOX 301335
ROCK 801421	WSOX 301421
ROCK 801475	WSOX 301475
ROCK 801348	WSOX 301348

The party filing this Lease Supplement, in accordance with said Lease, is:

Funding Systems Railcars, Inc.
2215 Sanders Road
Suite 370
Northbrook, Illinois 60062
Attention: President

Ms. Agatha L. Mergenovich
May 5, 1981
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You will find enclosed a check made payable to the I.C.C. for the sum of Ten Dollars (\$10.00) as payment of the filing fee.

Would you please stamp, as filed, and return the enclosed copies to my office at your earliest convenience? If you have any questions in this regard, please do not hesitate to contact me.

Sincerely yours,

JACKSON, CAMPBELL & PARKINSON, P.C.

By: _____



David H. Cox

DHC/lg

Enclosures As Stated

cc: Richard M. Contino, Esquire
Sharon L. Schumacher, Esquire

Interstate Commerce Commission
Washington, D.C. 20423

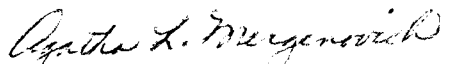
OFFICE OF THE SECRETARY

David H. Cox
Jackson, Campbell, & Parkinson, P. C.
One Lafayette Centre
Suite 300 South
1120 20th St. N. W.
Washington, D. C. 20036

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/6/81 at 3:20PM , and assigned re-recording number(s). 10071-D

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

LEASE SUPPLEMENT

This Supplement dated as of January 1, 1981 to Equipment Lease dated as of January 1, 1981 between Connecticut Bank and Trust Company as Lessor, not in its individual capacity but solely as Trustee, and Funding Systems Railcars, Inc., as Lessee, is executed by the Lessee to provide the new road numbers assigned by Lessee to Items of Equipment previously accepted by Lessee under the Equipment Lease.

The Lessee hereby certifies that the following new road numbers have been assigned to Items of Equipment under the Lease as follows:

Old Road NumbersNew Road Numbers

ROCK 801434	WSOX 301434
ROCK 801372	WSOX 301372
ROCK 801369	WSOX 301369
ROCK 801373	WSOX 301373
ROCK 801389	WSOX 301389
ROCK 801388	WSOX 301388
ROCK 801415	WSOX 301415
ROCK 801494	WSOX 301494
ROCK 801468	WSOX 301468
ROCK 801410	WSOX 301410
ROCK 801451	WSOX 301451
ROCK 801303	WSOX 301303
ROCK 801405	WSOX 301405
ROCK 801347	WSOX 301347
ROCK 801327	WSOX 301327
ROCK 801361	WSOX 301361
ROCK 801450	WSOX 301450
ROCK 801498	WSOX 301498
ROCK 801289	WSOX 301289
ROCK 801297	WSOX 301297

RECORDATION NO. 10071
 MAY 6 - 1981 - 3 20 PM
 INTERSTATE COMMERCE COMMISSION
 FILED 1425

STATE OF ILLINOIS

SS.

COUNTY OF COOK :

On this 5th day of May, 1981, before me personally appeared Earl Greenman to me personally known, who being by me duly sworn, says that he is an authorized officer of Funding Systems Railcars, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Carmen Montagano
Notary Public

My Commission Expires October 20, 1984